

LAW OFFICES OF
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299000076676
August 23, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
EBAG, Inc.

200002968172--1
-08/24/99--01042--003
*****78.75 *****78.75

Dear Sir or Madam:

I am enclosing the following:

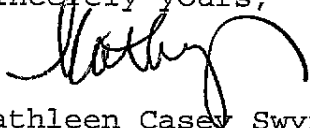
1. Original and one copy of the Articles of Incorporation for EBAG, Inc.
2. This firm's check in the amount of \$78.75, representing payment of the following charges:

Filing Fee	\$ 35.00
One Certified Copy	8.75
Resident Agent Fee	<u>35.00</u>

TOTAL: \$ 78.75

Please file the Articles of Incorporation for the above-referenced corporation and return the certified copy of the same to me by U.S. mail at our above-referenced office address. Thank you for your prompt attention to this matter. If you have any questions or require further information regarding this matter, please do not hesitate to contact our office.

Sincerely yours,



Kathleen Casey Swyryd
Assistant to Uta S. Grove, Esq.

KCS:me
Enclosures

99 AUG 24 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS8/27/99

ARTICLES OF INCORPORATION
OF

EBAG, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is EBAG, INC.

ARTICLE II. DURATION

This corporation shall have perpetual duration.

ARTICLE III. EFFECTIVE DATE

The date of commencement of corporation existence shall be the date of filing of these Articles of Incorporation.

ARTICLE IV. NATURE OF BUSINESS

This corporation shall have the power to do any act in business or commerce as is now or hereafter may be authorized under the laws of the United States and the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is One Thousand Two Hundred (1,200) shares of Common stock having a nominal par value of One Dollar (\$ 1.00) per share.

FILED
99 AUG 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered agent upon whom service of process may be effected for the corporation is Uta S. Grove, Esq. and the initial registered office is 5001 Fourth Street North, Suite A, St. Petersburg, Florida 33703.

ARTICLE VII. PRINCIPAL OFFICE

The principal office and the mailing address of the corporation is Kesslerweg 4, 4492 Tecknau, Switzerland.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

ARTICLE IX. INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Ernst Bangerter	Kesslerweg 4, 4492 Tecknau Switzerland

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ernst Bangerter	Kesslerweg 4 4492 Tecknau Switzerland

ARTICLE XI. AMENDMENT

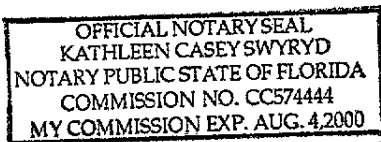
These Articles may be amended by the Board of Directors and the shareholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20th day of August, 1999.

E. Bangerter
Ernst Bangerter, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of August, 1999, by ERNST BANGERTER, who is personally known to me or produced Swiss Passport as identification and who did not take an oath.



Kathleen Casey Swyryd
Print Name: KATHLEEN CASEY SWYRYD
Notary Public
My Commission Expires: 8/4/2000

ACCEPTANCE BY REGISTERED AGENT
AND RESIDENT AGENT

I hereby accept the foregoing designation as Registered Agent and Resident Agent at the Registered Office as referred to in Article VI of the foregoing Articles of Incorporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: August 20, 1999.

Uta S. Grove
Uta S. Grove, Esq.

99 AUG 24 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA